

Exhibit D: "Watts Town Hall" Transcription Email

From: [REDACTED]
Subject: Transcript
Date: April 17, 2020 at 7:51 PM
To: Will Abrams sonomarebuild@gmail.com



Here's my transcript from Watts town hall

You guys have become my friends. I wanna be your daddy for like 20 minutes if you'll let me. And what I mean by that is - I've been doing this a long time. I watched people get burned. I've watched people get paid and lose their money. Give me 20 minutes.

Number one. I want to disclose to you something. There are all sorts of conflicts of interest out there that in assessing what I tell you, you need to consider. One of the reasons I come over and over and over again and do these meetings and refuse to leave until the last question is asked is I want you to trust me. I have to earn that trust. Watch out for people with conflicts of interests. Over at Camp, there were all sorts of other lawyers, sign up, sign up. All sorts of craziness going on. All sorts of litigation funders?? going on.

1:24 I want to disclose to you something that happened to me over the last 90 days. Don't worry about it. But I want to tell you about it because it's a good example.

1:36. SLIDE (WHAT TO EXPECT AFTER THE DEADLINE. A. POSSIBLY, A PRE-10/21/19 SETTLEMENT OF THE ENTIRE BANKRUPTCY. (september 26, 2019 -- nice hotel photo - I think this is the Hyatt Park bar in New York or something like that) OK, when we were here on the 15th, I think I told you that things are looking good. I met with these two guys. I think this is the Hyatt Park bar in New York or something like that. I pointed there. I said 'Yeah yeah, I had drinks with these great guys from this outfit called Centerbridge.' I've got a practice where everytime I make a bunch of money, I put it in my kids trust, my wife... I get hungry again then I go to work.

I have an operating line of credit, used to be with something called Frost (?) Bank, then it was Community Bank. ...

"2:18 About September, a group called Stifel contacts me and says, we hear you've got a bunch of fire cases. "Yeah" We'd like to help you - dah dah dah dah dah. Next thing you know, I've got this huge line of operating credit with this group called Stifel, who I don't know who they are, but they're nice.

2:32 They take me to this bar, they introduce me to a couple of guys from an outfit called Centerbridge. Real nice guys. (SWITCHES SLIDES: OCTOBER 4, 2019 10amET - 591295 Valero PFAS Science Day - Oct 4, 2019 9AM to 11AM Honorable Richard M. Gergel, J Waties Waring Judicial Center, Charleston Courtroom, 83 Meeting St, Charleston, SC 29401)

The next day I think, I'm down in South Carolina on a different case that has nothing to do with you. One day, I cheated on you, a little water contamination case called PFAS, and in the morning, I get a call from one of these Centerbridge guys who I've never met. And his name is Gavin Baiera. He says hey, I'd like to meet with you about your PG&E case. I say 'great'. The next day, I send him an email.

(INSERT SLIDE)

Reads from email: I enjoyed our call yesterday. Thanks for the heads up about your participation about Wednesday's bidding in San Francisco. Says he wants to get together with Frank Petre (check sp), our (!!!) lawyer Cecily Dumas. We're all about XX San Francisco. Great!

(SWITCHES SLIDES: OCTOBER 5, 2019 - Reuters - PG&E says it has \$34.45 billion in debt financing for reorganization)

3:20 The following day, there's some article, I think it's one of the last things I shared with you, that PG&E's rounded up \$34B in funding. And I'm looking and I see JPMorgan Chase, Bank of America, Barclays, Citigroup, Goldman Sachs, a very impressive group but I notice that number 12 is this group called Centerbridge that just offered me (another line? 3:39)

3:40 So my little BS meter goes up so I say, ok, that's alright. So we meet with them. The following day, I realize this is a fight between equity and bonds. Equity and debt. There's a group called Apollo Management, Elliott Management that puts up \$29.2 billion. I say, ok, Apollo, that's interesting.

(SLIDE - an email b/w Mikal Watts and Gavin Baiera: gbaiera@centerbridge.com - GB: Are you here listening to Judge Donato? Judge landed in Texas. Enjoyed our time together.)

4:02 So I meet with this Gavin guy. It's in the Ritz Carlton in San Francisco and he's there meeting with a guy, Steve Skikos. A guy named Khaldoun Baghdadi. He's just out there shmoozing, trying to impress the flesh on behalf of equity.

4:17 And then I see that there's some guys from Apollo there and I realize for the first time that part of my operational line of credit through Stifel has been in effect cordoned off -- some to Centerbridge, some to Apollo, some to so-and-so, some to so-and-so. So I say holy, moly. I see what's going on here. These guys are trying to play me, right? So we did this deal (SWITCHES SLIDES to email between Watts and Baiera: "I just ...)

And I meet with them, I said, ok, that's fine. And then next thing you know, I get introduced to Bruce Bennett and Tom Wagner. Bruce Bennett was PG&E's equity's lawyer, Tom Wagner is one of the guys trying to sell the deal. And the other guys go away. I say, okay, that's good. So I meet Wagner. I make my own independent judgement when I start negotiating with him. I say look, I look forward to talking to you in discussions. So that was about 6 weeks ago. (SHOWS EMAIL WITH WATTS/BENNETT/WAGNER)

(SLIDE: PG&E SHAREHOLDERS AT SETTLEMENT MEETING AT JONES DAY - shows photos of Bennett, Tom Wagner/Knighthead, David Abrams, Michael Stern/Stonehill)

I think in my last meeting, I showed you about these meetings with Knighthead, Tom Wagner, Abrams - this is the guy that owns part of the Raiders, Stonehill. So I go back. Do any of these guys own part of my no (??NOTES??) - none of them. Which is good. So this is the guys I've been negotiating with.

(SWITCHES SLIDE: NOV 5 - HAKKASAN DINNER MEETING WITH MAJOR EQUITY OWNERS - bruce bennett/Jones Day, Tom Wagner/KH, John Matulsky/Stonehill, Edward Mule/Silverpoint)

5:26 I tell you about this dinner with all these billionaire types. Again, I go back and check, none of the guys I negotiated have anything do anything to do with my note.

(SWITCHES SLIDE: NOVEMBER 5, 2019 Email between Watts and Apollo - William Jones wjones@apollo.com & Chris Lahoud - clahoud@apollo.com - Would you have a few minutes this afternoon or tomorrow to catch up on PG&E with Chris (copied on this email) and I? William Jones Cell: 540-553-5112 Office 917-296-5918)

5:40 Then I get a call from Apollo, who does have something to do with one of my notes. Which bothered me. But he said, well, I want to introduce you to a guy named Chris Lahoud. I don't know who Chris Lahoud is, but I say fine. I get on the phone with Chris Lahoud, and asked him what he was restricted ??? starts calling up on the baseline. Bondholders to the guys. And I should go with the bondholders not the equity guys. And I'm like, man, I'm getting played here. (getting wooed)

6:10 I said, look, let me be blunt, your money is no less green than the other guys. All I care about is how much there is, how much is in cash, how much is guaranteed and how we do this. (??When I recommend to my clients??) I don't care who loaned me what. My bankers. Remember back in the financial crisis, You know these mortgages - you get a mortgage, you get a mortgage, you get a mortgage. It got bottled up and sold to someone else. Apparently that's what's happened here. So I tell them all look, no dice. The best deal wins.

(SWITCHES SLIDES: NOV 6 - FOUR SEASONS BREAKFAST MEETING WITH MAJOR DEBT OWNERS)

I'm eating with all the bond guys. You remember me telling you this the last time (PHOTOS OF MICHAEL STAMER/AKIN GUMP, PAUL SINGER/ELLIOTT, SCOTT STRIEGEL/PIMCO, ADAM GUBNER/PIMCO)

6:50 I meet with these fellas. (??) (Points at Singer) I'm a bit concerned about this fella's reputation. Paul Singer. Lots of bad articles about him. But the PIMCO guys were quite outstanding. (NOV 9 - MEETING WITH BONDHOLDERS AT UT-K-STATE- FOOTBALL GAME; PHOTO WATTS WITH KIDS) I host this guy JEFF Rosenbaum at my box at UT. Super nice guy before we get into where's your money? (??just telling you) So I'm analyzing all these guys. I meet with their lawyer. I meet with the Pimco guys. Where's your money? How you getting my folks the cash? So we're going back and forth.

(SWITCHES SLIDE: NOV 18 EMAIL)

7:25 I ask them point-blank 'so are you sending me an RSA that says \$13.5B half-cash, half-stock? It never comes. This is from ??.' "The TCC should be receiving an RSA tomorrow" This is on November 17. It says that. We never get it.

7:40 Lahoud calls me, and I said, did it come? This is before Thanksgiving. (SWITCHES SLIDE SUBJECT: TRANSCRIPT) He says, hey there's a hearing in front of the judge where the governor's lawyer says you shouldn't go with equity -- the governor is going to hate it. The judge realizes the flaw.

I'm here to tell you point blank that either the governor of the state of California hates the equity deal, or he hates the bondholders deal. Both of them are spinning.

8:17 So we get to a mediation in mid-November. I'm ready to get you guys paid. The gov's office says we need 3 weeks to analyze the finances of these two proposals. We'd like to get back with you on the week of December 2. I'm like - ugh (sighs) 'three more weeks? That's awful.' We wait the three weeks. We give them - in effect- a veto right and on we go. So that's why the deal as announced on December 6. It coulda been announced November 15.

****THE GOVERNOR HAD REVIEWED IT****

(SWITCHES SLIDES)

8:49 About two hours before the deadline, (points) and why is that the deadline? I had given a challenge to the equity that say look, a lot of people say you don't have the money ??? what's called financial backstops.

You promised us \$5.4 billion in cash. Give me \$5.4 billion in backstops from other financiers who would tell me Wall Street likes the deal and will commit to fund it.

9:17 So in two weeks, the equity goes and doesn't get me 5.4 B - they get me 11.6 like that. (like that) SEC rules say they can't even solicit - they can only answer the phone so that was impressive to me. I get a call on Friday from the equity guys, I say look, the fact that we're not at 12, we held the deal open for some people who want to see the deal. If that's a problem, let me know and I'll have the other 400M ready in five minutes. Alright. The fact of the matter is when we signed the deal, we had an amazing five minutes.

So Wall Street likes this deal with equity.

SLIDE:

THE BONDHOLDERS' UPDATED "OFFER" December 6 -

\$13.5B; \$7.75 CASH

UP TO \$500M MORE IF WIN ESTIMATION

DOWNSIDES

DELAY - IF MISS A.B. 1054 DEADLINE, IT'S OVER

RISK - IF LOSE ESTIMATION

ELLIOTT CAPITAL MANAGEMENT - DESTROYER

9:53 About an hour before it goes down, everybody's leaky. Lots of rumors. The bond guy says, hey, we're doing all this stuff, the governor hates the deal, oh by the way, we've got an updated offer for you - 2 hours before the deadline. The updated offer is we'll go to \$7.75 in cash; up to \$500M if you win the estimation hearing, which means we could lose it, which means delay. Lots of downsides. Number 1 is delay. You could get all sorts of litigation. If you have this litigation, you have substantial risk of missing the AB 1054 exit bankruptcy - June 30.

NUMBER Three - pretty litigious guy. I DON'T WANT to get into details about why I feel this way. All I will tell you is, Google Elliott Capital Management and Paul Singer, and make your own judgement. I'm a gut guy. A character guy. "GOOGLE WHAT AGAIN?" Google - Elliott Capital Management. I'm not telling you what to do. I'm just telling you my thinking.

Sent via the Samsung Galaxy S8+, an AT&T 5G Evolution capable smartphone

